

HELM

FINANCIAL CORPORATION

One Embarcadero Center • San Francisco, CA 94111

415/398-4510

FAX 415/398-4816

VIA AIR COURIER

July 11, 1995

Ms. Mildred Lee
Recordations Unit
Interstate Commerce Commission
12th and Constitution Avenue, N.W.
Washington, DC 20423

RECORDATION NO. 11125-D FILED 1/25

JUL 12 1995 -2 PM

INTERSTATE COMMERCE COMMISSION

Dear Ms. Lee:

Enclosed are two (2) originals of Assignment Agreement dated June 30, 1995 ("Assignment") between the following parties:

"Helm": Helm Financial Corporation
One Embarcadero Center, Suite 3500
San Francisco, CA 94111

"ORIX": ORIX USA Corporation
One Bush Street, Suite 250
San Francisco, CA 94104

The equipment involved in this transaction is as follows:

Equipment: Ninety-seven (97) covered hopper railcars bearing the reporting mark and numbers FLIX 2600-2699, excluding FLIX 2601, 2614 and 2646.

Please file the Assignment as a supplementary document to Recordation No. 11125-A filed November 26, 1980 and return one (1) endorsed original to my attention. The filing fee of \$21.00 is included in the enclosed cheque.

Sincerely,


Nathalie Bern
Administrative Assistant

/nh

Enclosures (2)

cc: Matthew M. Ogburn
General Counsel

ASSIGNMENT AGREEMENT

JUL 14 1995 -2 55 PM

INTERSTATE COMMERCE COMMISSION

THIS ASSIGNMENT effective as of June 30, 1995 is made by ORIX USA CORPORATION, a Delaware corporation ("ORIX"), to Helm Financial Corporation, a California corporation ("Helm").

WHEREAS, ORIX and Helm have entered into an Agreement of Purchase and Sale dated as of June 30, 1995 (the "Agreement"), providing for the sale to Helm of ninety-seven (97) covered hopper rail cars described in Schedule A attached hereto (collectively, the "Units"), subject to an Equipment Lease dated as of November 21, 1979, between ORIX (as assignee of Residual Based Finance Corporation) as lessor and Farmland Industries, Inc. as lessee recorded and filed with the Interstate Commerce Commission ("ICC") on November 30, 1979 under recordation number 11125, as amended and supplemented by the Lease Supplement dated April 9, 1980 recorded and filed with the ICC on November 26, 1980 under recordation number 11125-A (the "Equipment Lease") (the Equipment Lease together with all supplements, amendments, waivers and other related documentation is collectively referred to herein as the "Lease"); and

WHEREAS, ORIX wishes to assign and Helm wishes to accept the assignment of the Lease upon the terms and conditions hereinafter set forth.

NOW, THEREFORE, for good and valuable consideration, the receipt and adequacy of which is hereby acknowledged:

1. **Assignment.** Subject to the terms, conditions and covenants of the Agreement, ORIX hereby forever and irrevocably assigns, transfers and sets over to Helm and Helm's successors and assigns all of its right, title and interest in and to the Lease and all of the rights, powers, privileges and remedies of ORIX thereunder.
2. **Bringdown.** Seller hereby represents and warrants that all representations and warranties of Seller contained in the Agreement are true and correct as of the date hereof and that all agreements, covenants and conditions precedent therein have been complied with or satisfied.
3. **Binding Effect.** This Assignment shall be binding upon, and inure to the benefit of, the parties hereto and their respective successors and assigns.
4. **Governing Law.** This Assignment shall be governed by, and construed in accordance with, the laws of the State of California.

IN WITNESS WHEREOF, ORIX pursuant to due corporate authority has executed this Assignment through its authorized representative as of the date first above written.

ORIX USA CORPORATION, a Delaware corporation

By: J. G. Anton
Print Name: Frank G. Anton
Title: Vice President

SCHEDULE A TO ASSIGNMENT AGREEMENT

Description of the Units:

Ninety-seven (97) covered hopper rail cars manufactured by Marine Industries Limitee in 1979.

Unit Numbers:

FLIX 2600 - 2699, excluding FLIX 2601, 2614 and 2646.

STATE OF CALIFORNIA)
)
COUNTY OF SAN FRANCISCO)

On this 30 day of June, 1995, before me, DIANE G. DIBBLE personally appeared FRANK G. ANTON, personally known to me (or proved to me on the basis of satisfactory evidence) to be the person(s) whose name(s) is/are subscribed to the within instrument and acknowledged to me that he/she/they executed the same in his/her/their authorized capacity(ies), and that by his/her/their signature(s) on the instrument the person(s), or the entity upon behalf of which the person(s) acted, executed the instrument.

WITNESS my hand and official seal.

Diane G. Dibble
Notary Public

My commission expires:

1/3/97



(Seal)